

ATTACHMENT D

**Certificate of Incorporation and
Certificate of Authority to Transact Business in Illinois**

Microfilm Number _____

Filed with the Department of State on JUN 06 1997

Entity Number 0987213

[Signature]
Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION
DSCB:15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: C-Tec Cable Systems of Pennsylvania, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 800 Route 309, Dallas, PA 18612, Luzerne County
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Pennsylvania Business Corporation Law

4. The date of its incorporation is: June 30, 1987

5. (Check, and if appropriate complete, one of the following):

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on _____ at _____
Date Hour

6. (Check one of the following):

☐ The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

☒ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

☒ The amendment adopted by the corporation, set forth in full, is as follows:

RESOLVED, That the Articles of Incorporation be amended by changing the FIRST Article thereof so that, as amended, said Article shall be and read as follows:

1. The name of the corporation is: RCN Telecom Services of Pennsylvania, Inc

___The amendment adopted by the corporation as set forth in full in Exhibit A attached hereto and made a part hereof.

8. ___The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 27th day of May, 1997.

C-Tec Cable Systems of Pennsylvania, Inc.

(Name of Corporation)

BY: 

(Signature)

TITLE: Raymond B. Ostroski

Executive Vice President/General Counsel

(PA. - 1437)

89711221

987.013 -003

DSCB: BCL-806 (Rev. 8-72)

Filing Fee: \$40
A&ZArticles of
Amendment—
Domestic Business Corporation

(Line for numbering)

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAUFiled this _____ day of _____
OCT 13 1989 19____
Commonwealth of Pennsylvania
Department of State*Christopher A. Lewis*
Secretary of Commonwealth

(Box for Certification)

In compliance with the requirements of section 806 of the Business Corporation Law, act of May 5, 1933 (P. L. 364) (15 P. S. §1806), the undersigned corporation, desiring to amend its Articles, does hereby certify that:

1. The name of the corporation is:

COMMONWEALTH CABLE SYSTEMS OF PENNSYLVANIA, INC.

2. The location of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

46 Public Square, Martz Towers, P.O. Box 3000

(NUMBER)

(STREET)

Wilkes-Barre

(CITY)

Pennsylvania18703-3000

(ZIP CODE)

3. The statute by or under which it was incorporated is:

Business Corporation Law, Act of May 5, 19334. The date of its incorporation is: June 30, 1987

5. (Check, and if appropriate, complete one of the following):

☐ The meeting of the shareholders of the corporation at which the amendment was adopted was held at the time and place and pursuant to the kind and period of notice herein stated.

Time: The _____ day of _____, 19____

Place: _____

Kind and period of notice _____

☒ The amendment was adopted by a consent in writing, setting forth the action so taken, signed by all of the shareholders entitled to vote thereon and filed with the Secretary of the corporation.

6. At the time of the action of shareholders:

(a) The total number of shares outstanding was:

1,000

(b) The number of shares entitled to vote was:

1,000

89711222

DSCB:BCL-808 (Rev. 8-77)-2

7. In the action taken by the shareholders:

(a) The number of shares voted in favor of the amendment was:

1,000

(b) The number of shares voted against the amendment was:

-0-

8. The amendment adopted by the shareholders, set forth in full, is as follows:

RESOLVED, that Article 1 of the Company's Articles of Incorporation be amended so that the same, as amended, would read as follows:

"1. The name of the corporation is C-TEC Cable Systems of Pennsylvania, Inc."

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 27th day of APRIL, 1989

Attest:



(SIGNATURE)

Secretary

(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

COMMONWEALTH CABLE SYSTEMS
OF PENNSYLVANIA, INC.

(NAME OF CORPORATION)

By:



(SIGNATURE)

Vice President

(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

INSTRUCTIONS FOR COMPLETION OF FORM

- A. Any necessary copies of Form DSCB:17.2 (Consent to Appropriation of Name) or Form DSCB:17.3 (Consent to Use of Similar Name) shall accompany Articles of Amendment effecting a change of name.
- B. Any necessary governmental approvals shall accompany this form.
- C. Where action is taken by partial written consent pursuant to the Articles, the second alternate of Paragraph 5 should be modified accordingly.
- D. If the shares of any class were entitled to vote as a class, the number of shares of each class so entitled and the number of shares of all other classes entitled to vote should be set forth in Paragraph 6(b).
- E. If the shares of any class were entitled to vote as a class, the number of shares of such class and the number of shares of all other classes voted for and against such amendment respectively should be set forth in Paragraphs 7(a) and 7(b).
- F. BCL §807 (15 P. S. §1807) requires that the corporation shall advertise its intention to file or the filing of Articles of Amendment. Proof of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.
- G. The symbols ①, ②, ③, etc. are for use in dictating and do not constitute a part of this form.

Commonwealth of Pennsylvania

Department of State

87431328



CERTIFICATE OF INCORPORATION

Office of the Secretary of the Commonwealth

To All to Whom These Presents Shall Come, Greeting:

Whereas, Under the provisions of the Laws of the Commonwealth, the Secretary of the Commonwealth is authorized and required to issue a "Certificate of Incorporation" evidencing the incorporation of an entity.

Whereas, The stipulations and conditions of the Law have been fully complied with by

COMMONWEALTH CABLE SYSTEMS OF PENNSYLVANIA, INC.

Therefore, Know Ye, That subject to the Constitution of this Commonwealth, and under the authority of the Laws thereof, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, declare and certify the creation, erection and incorporation of the above in deed and in law by the name chosen hereinbefore specified.

Such corporation shall have and enjoy and shall be subject to all the powers, duties, requirements, and restrictions, specified and enjoined in and by the applicable laws of this Commonwealth.



Given under my Hand and the Great Seal of the Commonwealth,
at the City of Harrisburg, this 30th day
of June in the year of our
Lord one thousand nine hundred and eighty-seven
and of the Commonwealth the two hundred eleventh

James J. Hoyt
Secretary of the Commonwealth

03/17/97 15:18

B1 809 734 3830

C-TEC Legal Dept

2002

Microfilm Number

Filed with the Department of State: MAR 17 1997Entry Number 2744687

Secretary of the Commonwealth C.C.

APPLICATION FOR REGISTRATION OF FICTITIOUS NAME.
DSCB:54-311 (Rev 90)

In compliance with the requirements of 54 Pa.C.S. § 311 (relating to registration), the undersigned entity(ies) desiring to register a fictitious name under 54 Pa.C.S. Ch. 3 (relating to fictitious names), hereby state(s) that:

1. The fictitious name is: RCN of Pennsylvania

2. A brief statement of the character or nature of the business or other activity to be carried on under or through the fictitious name is:

Provision of cable television and cable communications services to subscribers or any other activity permitted under the PABLC.

3. The address, including number and street, if any, of the principal place of business of the business or other activity to be carried on under or through the fictitious name is (P.O. Box alone is not acceptable):

3508 Nor-Bath Blvd. Norhampton, Pa. 18067 Norhampton
Number and Street City State Zip County

4. The name and address, including number and street, if any, of each individual interested in the business is:

Name	Number and Street	City	State	Zip
N/A				

5. Each entity, other than an individual, interested in such business is (are):

Name	Form of Org.	Org. Jurisd.	Principal Office Add.	Pa. Reg. Office, if any
<u>C-TEC Cable Systems of Pennsylvania, Inc., Corp., Pa.,</u>				
<u>105 Carnegie Center, Princeton, NJ 08540</u>				

6. The applicant is familiar with the provisions of 54 Pa.C.S. § 312 (relating to effect of registration) and understands that filing under the Fictitious Names Act does not create any exclusive or other right in the fictitious name.

7. (Optional): The name(s) of the agent(s), if any, any one of whom is authorized to execute amendments to, withdrawals from or cancellation of this registration in behalf of all then existing parties to the registration, is (are):

9723-1424

4003

DSCB-54-J11 (Rev 90)-2

IN TESTIMONY WHEREOF, the undersigned have caused this Application for Registration of Fictitious Name to be executed this Fourteenth day of March, 19 97

(Individual Signature)

(Individual Signature)

(Individual Signature)

(Individual Signature)

C-TSC Cable Systems of Pennsylvania, Inc.

(Name of Entity)

(Name of Entity)

BY: John D. Filipowicz
John D. Filipowicz

BY: _____

TITLE: Vice President, Assistant
General Counsel & Assistant
Secretary

TITLE: _____

9723-1422

(CONSENT TO USE OF SIMILAR NAME
DISC-17.3 (REV 90)

2736520

Pursuant to 19 Pa. Code § 17.3 (relating to use of a confusingly similar name) the undersigned Association, desiring to consent to the use by another association of a name which is confusingly similar to its name, hereby certifies that:

1. The name of the association concerning this Consent to Use of Similar Name is: RCN of New York, L.L.C.

2. The (a) address of this association's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
Number and Street City State Zip County

(b) c/o: CI Corporation System Philadelphia
Name of Commercial Registered Office Provider COUNTY

For an association represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the association is located for venue and official publication purposes.

3. The date of its incorporation or other organization is: February 15, 1996


4. The state under which it was incorporated or otherwise organized is: _____

5. The association(s) entitled to the benefit of this Consent to Use of Similar Name is (are): _____

C-TEC Cable Systems of Pennsylvania, Inc.

6. A check in this box: _____ indicates that the association concerning this Consent to Use of Similar Name is the parent or prime affiliate of a group of associations using the same name with geographic or other designations, and that such association is authorized to and does hereby act on behalf of all such affiliated associations, including the following (see 19 Pa. Code § 17.3 (c) (6)):

IN TESTIMONY WHEREOF, the undersigned association has caused this consent to be signed by a duly authorized officer thereof this 17th day of March, 1997.

RCN of New York, L.L.C.
By: 

TITLE: Executive Vice President.
General Counsel & Secretary



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

OCTOBER 28, 1999

6074-483-1

CT CORPORATION SYSTEM
600 S 2ND ST
SPRINGFIELD, IL 62704

RE RCN TELECOM SERVICES, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND A CERTIFICATE OF AUTHORITY, ACKNOWLEDGING YOUR REGISTRATION.

THESE DOCUMENTS MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

File Number 6074-483-1

State of Illinois

Office of The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF

RCN TELECOM SERVICES, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF PENNSYLVANIA HAS BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 28TH day of OCTOBER A.D. 1999 and of the Independence of the United States the two hundred and 24TH



Jesse White

Secretary of State

Form **BCA-13.15**
(Rev. Jan. 1999)APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS**SUBMIT IN DUPLICATE!**Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
http://www.sos.state.il.us

This space for use by Secretary of State

FILED

OCT 28 1999

JESSE WHITE
SECRETARY OF STATEThis space for use by
Secretary of State

Date 10/28/99
 License Fee \$
 Franchise Tax \$ 25.00
 Filing Fee \$ 15.00
 Penalties \$
 Approved: \$ 100.00

Payment must be made by
 certified check, cashier's check,
 Illinois attorney's check, Illinois
 C.F.A.'s check or money order,
 payable to "Secretary of State"

1. (a) CORPORATE NAME: RCN Telecom Services, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Pennsylvania**EXPEDITED**(b) Date of Incorporation: June 30, 1987(c) Period of Duration: Perpetual

OCT 28 1999

3. (a) Address of the principal office, wherever located:

(b) Address of principal office:

SECRETARY OF STATE

(If none, so state)

105 Carnegie Center, Princeton, NewNoneJersey 08540

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent C T Corporation System

First Name

Middle Name

Last Name

Registered Office c/o C T Corporation System, 208 E. La Salle Street

Number

Street

Suite #

Chicago60604Cook

City

ZIP Code

County

5. States and countries in which it is admitted or qualified to transact business: (include state of incorporation)

Pennsylvania.

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President	<u>See attached list of officers</u>			
Secretary	<u>See attached list of officers</u>			
Director	<u>See attached list of directors</u>			
Director	<u>See attached list of directors</u>			
Director	<u>See attached list of directors</u>			

6074-483-1

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:

(If not sufficient space to cover this point, add one or more sheets of this size.)

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the Business Corporation Law of the Commonwealth of Pennsylvania, Act as of May 5, 1933, as amended and permitted under the Illinois Business Corporation Act.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	(No series)	\$1.00	1,000	1,000

9. Paid-in Capital: \$ 974,303.164

("Paid-In Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property of the corporation for the following year: \$ 75,211,415
- (b) Give an estimate of the total value of all the property of the corporation for the following year that will be located in Illinois: \$ 0
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 51,000,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 120

11. Interrogatories: (Important — this section must be completed.)

- (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: First Office, Second Office. 105 Carnegie Center, Princeton, N.J. 08540
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 1,000
- (d) Is the corporation transacting business in this state at this time? No
- (e) If the answer to Item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**)

Dated 10/15/99 RCN Telecom Services, Inc.
(Month & Day) (Year) (Exact Name of Corporation)

attested by John J. Jones by John D. Filipowicz
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

John J. Jones, Corporate Secretary John D. Filipowicz, Vice President
(Type or Print Name and Title) (Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).